OMB APPROVAL FORM D OMB Number:.....3235-0076 UNITED STATES Expires: April 30, 2008 SECURITIES AND EXCHANGE COMMISSION Estimated average burden Washington, D.C. 20549 hours per form16.00 FORM D **PECEIVE** SEC USE ONLY NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **Prefix** 7 2007 SECTION 4(6), AND/OR UNYFORM LIMITED OFFERING EXEMPTION **DATE RECEIVED** 161 Name of Offering check if this is an amendment and name has changed, and indicate change.) Issuance of Shares of CA Core Fixed Income Offshore Fund, Ltd. □ ULOE Filing Under (Check box(es) that apply): □ Rule 504 □ Rule 505 □ Rule 506 ☐ Section 4(6) Type of Filing: ■ New Filing ☑ Amendment A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer Name of Issuer check if this is an amendment and name has changed, and indicate change. CA Core Fixed Income Offshore Fund, Ltd. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (345) 814-4684 Walkers SPO Limited, P.O. Box 908GT, George Town, Grand Cayman, Cayman Islands

□ corporation business trust

Address of Principal Offices

(if different from Executive Offices) Brief Description of Business:

Type of Business Organization

Actual or Estimated Date of Incorporation or Organization:

limited partnership, already formed limited partnership, to be formed

Month

0

Cayman Islands exempted company OIVISON

MAY 2 2 2007

PROCESSED

Serial

Year □ Actual

FINANCIAL ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State:

Private Investment Company

CN for Canada; FN for other foreign jurisdiction)

(Number and Street, City, State, Zip Code)

Ν

Telephone Number (Including Area Code)

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

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When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (5-05)

	· · · · · · · · · · · · · · · · · · ·	A. BASIC ID	ENTIFICATION DAT	A								
Each promoter of the Each beneficial owr Each executive office	 Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 											
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer		☐ General and/or Managing Partner							
Full Name (Last name first, i	1 individual):	Caldwell, Noel R.										
Business or Residence Addr 70801	ess (Number and	Street, City, State, Zip Cod	e): c/o Commonwealt	th Advisors, Inc.,	247 Florida Street, Baton Rouge, LA							
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner							
Full Name (Last name first, i	f individual):	Morales, Walter A.										
Business or Residence Addr 70801	ess (Number and	Street, City, State, Zip Cod	e): c/o Commonwealt	th Advisors, Inc.,	247 Florida Street, Baton Rouge, LA							
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner							
Full Name (Last name first, i	f individual):	Wilson-Clarke, Miche	lle M.									
Business or Residence Addr Cayman Islands	ess (Number and	Street, City, State, Zip Code	e): Walkers SPV Limi	ted, P.O. Box 908	GT, George Town, Grand Cayman,							
Check Box(es) that Apply:	☐ Promoter	【☑ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner							
Full Name (Last name first, i	f individual):	Haydel, Froisin J.										
Business or Residence Addr 70801	ess (Number and	Street, City, State, Zip Code	e): c/o Commonwealt	th Advisors, Inc.,	247 Florida Street, Baton Rouge, LA							
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, is	f individual):	Newcomer, George C										
Business or Residence Addr 70801	ess (Number and	Street, City, State, Zip Code	e): c/o Commonwealt	th Advisors, Inc.,	247 Florida Street, Baton Rouge, LA							
Check Box(es) that Apply:	Promoter	[☑ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner							
Full Name (Last name first, in	f individual):	Weldon, William E.										
Business or Residence Addr 70801	ess (Number and	Street, City, State, Zip Code	e): c/o Commonwealt	h Advisors, Inc.,	247 Florida Street, Baton Rouge, LA							
Check Box(es) that Apply:	☐ Promoter	[] Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner							
Full Name (Last name first, it	individual):											
Business or Residence Addr	ess (Number and	Street, City, State, Zip Code	a):									
Check Box(es) that Apply:	☐ Promoter	[] Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, if	individual):		······································	· · · · · · · · · · · · · · · · · · ·								
Business or Residence Addr	ess (Number and	Street, City, State, Zip Code	a):									
Check Box(es) that Apply:	☐ Promoter	[] Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner							

(Use blan's sheet, or copy and use additional copies of this sheet, as necessary)

					В.	INFORM	MATION	ABOUT	OFFER	ING			
1. Ha	s the issue	r sold, or o	does the is	suer inten	d to sell, to Answer	o non-accr also in An	edited inve	estors in th	is offering	? r ULOE.		☐ Yes	⊠ No
2. WI	nat is the m	inimum in	vestment t	hat will be		• •			•				50,000** be waived
											•••	щи	DO WAIVES
3. Do	es the offe	ring permi	t joint own	ership of a	single uni	t?			••••••			☐ Yes	⊠ No
an off an	ter the info y commissi ering. If a p d/or with a sociated pe	on or simil person to t state or st	lar remune be listed is ates, list th	eration for : an associ ne name o	solicitation a\ed perso f the broke	of purcha on or agen or deale	sers in cou it of a brok r. If more i	nection w er or deale than five (5	ith sales o er registere 5) persons	f securities ed with the to be liste	s in the SEC d are		
Full Nar	ne (Last na	ıme first, if	individual)									
Busines	s or Reside	ence Addr	ess (Numb	per and Str	e∋t, City, 9	State, Zip	Code)		· · · · · ·				
Name o	f Associate	d Broker o	or Dealer					·					·-···
	n Which Pe								· · · · · · · · · · · · · · · · · · ·				
(C)	neck "Ali Si □ raki	ates" or cl			•		[DE]			[GA]	☐ (HI)	☐ [ID]	☐ All States
		☐ [IA]	☐ (KS)		☐ [LA]								
											☐ [OR]		
☐ (RI)	(SC)	☐ (SD)	(TN]	ראן □			□ [VA]				_ (WY)		
Full Nar	ne (Last na	ıme first, if	individual)									
Busines	s or Reside	ence Addr	ess (Numb	er and Str	eet, City,	State, Zip	Code)						
Name o	f Associate	d Broker o	or Dealer										
	n Which Peneck "All St								••••••				☐ All States
☐ [AL]	□ [AK]	[AZ]	[AR]	☐ [CA]	[CO]			□ [DC]	□ [FL]	☐ [GA]	[HI]	[ID]	
	[IN]	[IA]	[□ [KS]	[KY]	[LA]	☐ [ME]	☐ (MD)	[MA]	☐ (MI)	☐ [MN]	☐ [MS]	[MO]	
☐ [MT]	☐ [NE]	[VN]	[] [NH]	□ (NJ)	∐ [NM]	□ {NY}	□ [NC]	[ON]		\square [OK]	□ (OR)	□ [PA]	
☐ (RI)		[SD]	[] [TN]	□ (TX)	[עד] [נד	[VT]	[AV]	[WA]	[WV]	[WI]		☐ (PR)	
Full Nar	ne (Last na	me first, if	individual)				_					
Busines	s or Reside	ence Addre	ess (Numb	er and Str	e∈t, City, S	State, Zip	Code)						
Name o	f Associate	d Broker o	or Dealer										
	n Which Pe neck "All St												☐ All States
☐ [AL]							[DE]			□ [GA]	[HI]	□ [ID]	
[IL]	☐ [IN]	☐ [IA]	[] (KS)	□ [KY]	[] [LA]	☐ [ME]	☐ [MD]	[MA]	[MI]	☐ [MN]	☐ [MS]	[MO]	
☐ [MT]	☐ [NE]		[] [NH]	□ [NJ]	[] [MM]							□ {PA}	
□ [RI]	□ [SC]	☐ [SD]	[] [TN]	[TX]	[][UT]	□ [VT]	□ [VA]	[WA]	□ [WV]	[WI]	[WY]	□ [PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate

already exchanged. Type of Security		Aggregate Offering Price	,	Amount Already Sold
Debt	\$	0	\$	0
Equity	. s	0	- -	0
☐ Common ☐ Preferred				
Convertible Securities (including warrants)	. <u>\$</u>	0	<u>\$</u>	0
Partnership Interests	<u>\$</u>	0	<u>\$</u>	0
Other (Specify)shares)	. \$	100,000,000	<u>\$</u>	27,029,311
Total	\$	100,000,000	\$	27,029,311
Answer also in Appendix, Column 3, if filing under ULOE				
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Number Investors		Aggregate Dollar Amount of Purchases
Accredited Investors			\$	27,029,311
Non-accredited Investors			- <u>-</u> \$	N/A
Total (for filings under Rule 504 only)				0
Answer also in Appendix, Column 4, if filing under ULOE				
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.				-
Type of Offering		Types of Security		Dollar Amount Sold
Rule 505		N/A	\$	N/A
Regulation A			\$	N/A
Rule 504		N/A	\$	N/A
Total		N/A	\$	N/A
 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. 				
Transfer Agent's Fees	•••••	🗆	\$	0
Printing and Engraving Costs		🗆	\$	0
Legal Fees	•••••	🛛	\$	22,892
Accounting Fees	••••••	🗆	\$	0
Engineering Fees		🗆	\$	0
Sales Commissions (specify finders' feas separately)		🗂	\$	0
cares commissions (specify initials less separately)				
Other Expenses (identify)			\$	0

	C. OFFERING PRICE, NUMBER OF INV	ESTORS, EXP	ENSES	AND USE	OF PR	OCEED	5	
4	b. Enter the difference between the aggregate offering price given in Question 1 and total expenses furnished in response to Part C—Quest "adjusted gross proceeds to the issuer."	ion 4.a. This differe	nce is the	e		<u>\$</u>	99,97	77,108
5	Indicate below the amount of the adjusted gross proceeds to the issue used for each of the purposes shown. If the amount for any purpose is estimate and check the box to the left of the estimate. The total of the the adjusted gross proceeds to the issuer set forth in response to Part	s not known, furnish payments listed mu	an ist equal		ors &			yments to Others
	Salaries and fees	•••••		\$	0	_ □	\$	0_
	Purchase of real estate			\$	0	_ 0	\$	0
	Purchase, rental or leasing and installation of machinery and e	quipment		\$	0	_ 🗆	\$	0
	Construction or leasing of plant buildings and facilities			\$	0	🗆	\$	0
	Acquisition of other businesses (including the value of securities offering that may be used in exchange for the assets or securit pursuant to a merger	ies of another issue		\$	0		\$	0
	Repayment of indebtedness			\$	0	🗆	\$	0
	Working capital			\$	0	_ 🛛	\$ 99	9,977,108
	Other (specify):			\$	0	_ □	\$	0
				\$	0	_ 0	\$	0_
	Column Totals			\$	0	🛭	\$ 99,	977,108
	Total payments Listed (column totals added)			1	<u> </u>	99,97	7,108	_
	D. FEDE	RAL SIGNATU	RE					
co	is issuer has duly caused this notice to be signed by the undersigned dinstitutes an undertaking by the issuer to furnish to the U.S. Securities at the issuer to any non-accredited investor pursuant to paragraph (b)(2)	nd Exchange Comm	n. If this	notice is filed upon written req	nder Ru Jest of it	le 505, the s staff, the	following informati	signature on furnished
	suer (Print or Type) Signature	11 0015	\bigcirc	- 0		Date	/ 200	.7
_	A Core Fixed Income Offshore Fund, Ltd.	Valleda	M	ora		may	4, 200) /
	# · · · · · · · · · · · · · · · · · · ·	er (Print or Type) CA Core Fixed Inc	ome Off	shore Fund, L	d.			
					-			

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	:	E. STATE SIGNATURE						
1.	ts any party described in 17 CFR 230.262 pre provisions of such rule?	esently subject to any of the disqualification	Yes No					
	See	Appendix, Column 5, for state response.						
2.	The undersigned issuer hereby undertakes to (17 CFR 239.500) at such times as required	o furnish to any state administrator of any state in which this notice is by state law.	filed a notice on Form D					
3.	The undersigned issuer hereby undertakes to	o furnish to the state administrators, upon written request, information	n furnished by the issuer to offerees					
4.		ssuer is familiar with the conditions that must be satisfied to be entitle notice is filed and understands that the issuer claiming the availability en satisfied.						
	ssuer has read this notification and knows the con rized person.	stents to be true and has duly caused this notice to be signed on its b	pehalf by the undersigned duly					
Issuer	r (Print or Type)	Signature / / / / / / /	Date					
CA C	ore Fixed Income Offshore Fund, Ltd.	Wall a trale	May 4, 2007					
Name	of Signer (Print or Type)	Title of Signer (Print or Type)	Title of Signer (Print or Type)					
Walte	er A. Morales	Director of CA Core Fixed Income Offshore Fund, Ltd.						

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

			· · · · · · · · · · · · · · · · · · ·	АРГ	PENDIX						
1	2 3 4								5		
	to non-ad investors	to sell ccredited s in State - Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)						
State	Yes	No	Shares	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
AL		х	\$100,000,000	7	\$2,983,170	0	\$0		×		
AK											
AZ											
AR											
CA											
СО											
СТ											
DE											
DC	,										
FL	. ,										
GA	,										
н	,				····						
D								ļ			
IL											
iN											
IA		,				-					
KS											
KY									<u></u>		
LA		х	\$100,000,000	56	\$17,399,687	0	\$0		х		
ME											
MD											
МА											
MI											
MN											
мѕ		х	\$100,000,000	8	\$1,971,067	0	\$0		х		
МО											
МТ											
NE					.,						
NV											
NH						,					
NJ	-										

				AP	PENDIX					
1	:	2	3	T		4		5	5	
	to non-ad investors	to sell coredited s in State - Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		Type of investor and Amount purchased in State (Part C – Item 2)					
State	Yes	No	Shares	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	(Part E -	No	
NM										
NY										
NC										
ND										
ОН					-					
ок										
OR										
PA		х	\$100,000,000	1	\$749,750	0	\$0		х	
RI										
sc										
SD										
TN										
ΤX		х	\$100,000,000	5	\$1,535,737	0	\$0		х	
UT										
VT										
VA										
WA										
w۷										
WI										
WY										
PR										

